



*South Dakota Secretary of State*  
**SHANTEL KREBS**

**Return To:** BRIAN J BAUER PC  
101 S MAIN AVE STE 101  
SIOUX FALLS, SD 57104

**From:** Secretary of State Shantel Krebs  
Corporations Division

**Filing Date:** 01/30/2015

**Re:** UHP AFFORDABLE HOUSING III, LLC (DL041985)  
Articles of Organization

The documents on behalf of UHP AFFORDABLE HOUSING III, LLC have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$150.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
BRIAN J BAUER PC	101 S MAIN AVE STE 101 SIOUX FALLS, SD 57104	\$150.00
Total:		\$150.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Articles of Organization	01/30/2015	1	267793	\$150.00
Total:				\$150.00

RECEIVED

JAN 30 2015

S.D. SEC. OF STATE

Filed this 30<sup>th</sup> day of Jan 2015

ARTICLES OF ORGANIZATION  
OF

UHP AFFORDABLE HOUSING III, LLC

*Shantel Krebs*  
SECRETARY OF STATE

The undersigned person hereby forms a limited liability company under the provisions of SDCL Chapter 47-34A, and adopts as the Articles of Organization for such company the following:

ARTICLE ONE

NAME

The name of the limited liability company is UHP AFFORDABLE HOUSING III, LLC (the "Company").

ARTICLE TWO

ADDRESS OF INITIAL DESIGNATED OFFICE

The address of the initial designated office of the Company in the State of South Dakota is as follows:

101 South Main Avenue, Suite 101  
Sioux Falls, SD 57104

ARTICLE THREE

NAME AND ADDRESS OF THE INITIAL  
AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent for service of process is as follows:

Brian J. Bauer  
101 South Main Avenue, Suite 101  
Sioux Falls, SD 57104

ARTICLE FOUR

NAME AND ADDRESS OF EACH ORGANIZER

The name and address of each organizer is as follows:

Brian J. Bauer  
101 South Main Avenue, Suite 101  
Sioux Falls, SD 57104

ARTICLE FIVE  
DURATION

The period of duration of the Company shall be perpetual, unless sooner dissolved as provided by law.

ARTICLE SIX  
MANAGEMENT

Management of the Company shall be vested in a Board of Managers which shall be elected by the Members in the manner prescribed in the Company's Operating Agreement. The names and addresses of the individuals designated to serve as the sole initial Managers of the Company, until their successors are duly-elected and qualified, are as follows:

Norman G. Drake  
101 South Main Avenue, Suite 400  
Sioux Falls, SD 57104

Kevin M. Keating  
1512 North 133<sup>rd</sup> Street  
Omaha, NE 68154

ARTICLE SEVEN  
LIABILITY OF MEMBERS

None of the Members of the Company shall be liable under a judgment, decree or order of a court, or in any other manner whatsoever, for any debt, obligation or liability of the Company.

ARTICLE EIGHT  
OPERATING AGREEMENT

The manner in which the Company conducts its business and affairs, the duties and authority of its Managers, and the rights and obligations of its Members, to the extent not expressly required by and provided for under SDCL Chapter 47-34A or in these Articles of Organization, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. The Operating Agreement may from time-to-time be amended in accordance with the provisions contained therein.

ARTICLE NINE  
INDEMNIFICATION

A. No Manager of the Company shall be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except as provided in the Operating Agreement; provided, however, that nothing in this Article shall be construed as eliminating or limiting the personal liability of a Manager of the Company: (i) for a breach of the Manager's duty of loyalty to the Company or its Members; (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of the law; or (iii) for a transaction from which the Manager derives an improper personal benefit or a wrongful distribution in violation of SDCL Chapter 47-34A.

B. Each individual who is or was a Manager of the Company (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company or is or was serving at the request of the Company as a Manager, director, officer, partner, trustee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article Nine, the Indemnitee shall also be entitled to have paid directly by the Company the expenses incurred in defending any such proceeding against such Indemnitee authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article Nine shall be a contract right.

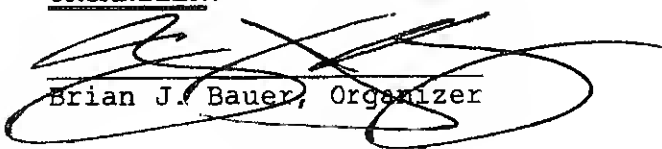
C. The Company may, by action of the Members, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Managers shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this Article Nine shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise.

E. Any repeal or amendment of this Article Nine by the Members of the Company shall not adversely affect any right or protection of any Manager, officer, employee or agent existing at the time of such repeal or amendment.

Dated this 29<sup>th</sup> day of January, 2015.

ORGANIZER:

  
Brian J. Bauer, Organizer

Filed this 30th day of Jan 2015

Shantel Krebs  
SECRETARY OF STATE

**CERTIFICATE OF LIMITED PARTNERSHIP**

**WEST 11TH STREET PROPERTIES, LP**

**RECEIVED**

**JAN 30 2015**

**S.D. SEC. OF STATE**

This Certificate of Limited Partnership is executed and filed with the South Dakota Secretary of State in order to form a limited partnership under the provisions of SDCL Chapter 48-7:

**NAME**

The name of the limited partnership is WEST 11TH STREET PROPERTIES, LP (the "Partnership").

**NAME AND ADDRESS OF THE INITIAL  
AGENT FOR SERVICE OF PROCESS**

The name and address of the initial agent for service of process is as follows:

Brian J. Bauer  
101 South Main Avenue, Suite 101  
Sioux Falls, SD 57104

**NAME AND ADDRESS OF EACH GENERAL PARTNER**

The name and address of the sole General Partner of the Partnership is as follows:

UHP AFFORDABLE HOUSING III, LLC  
101 South Main Avenue, Suite 101  
Sioux Falls, South Dakota 57104

**DURATION**

The latest date upon which the Partnership is to dissolve is January 31, 2045.

Date: January 29, 2015

  
Brian J. Bauer, Esq.



*South Dakota Secretary of State*  
SHANTEL KREBS

**Return To:** BRIAN J BAUER PC  
101 S MAIN AVE STE 101  
SIOUX FALLS, SD 57104

**From:** Secretary of State Shantel Krebs  
Corporations Division

**Filing Date:** 01/30/2015

**Re:** WEST 11TH STREET PROPERTIES, LP (DP002788)  
Limited Partnership

The documents on behalf of WEST 11TH STREET PROPERTIES, LP have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$125.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
BRIAN J BAUER PC	101 S MAIN AVE STE 101 SIOUX FALLS, SD 57104	\$125.00
Total:		\$125.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Limited Partnership	01/30/2015	1	267797	\$125.00
Total:				\$125.00

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Organization Domestic LLC

ORGANIZATIONAL ID# DL041985

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of

**UHP AFFORDABLE HOUSING III, LLC**

duly signed and verified, have been received in this office and are found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Organization and attach hereto a duplicate of the Articles of Organization.

**IN TESTIMONY WHEREOF**,  
I have hereunto set my hand and  
affixed the Great Seal of the  
State of South Dakota, at Pierre,  
the Capital, this 01/30/2015.



*Shantel Krebs*

**Shantel Krebs**  
Secretary of State

1/30/2015 11:10:33 AM

Change ID: 1223121



2016

## ANNUAL REPORT

FILE DATE 5/21/2016

## DOMESTIC LLC

RECEIPT NO 418215

Enter Filing Year

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

## 1. LLC ID and Name:

DL041985

Enter LLC ID

UHP AFFORDABLE HOUSING III, LLC

Enter LLC Name

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

## 3. The address of the principal executive office (business address).

101 SOUTH MAIN AVENUE SUITE 400	SIOUX FALLS	SD	57104
Actual Street Address or Rural Route Box Number	City	State	ZIP+4

Mailing Address, if Different from Street Address	City	State	ZIP+4
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## 4. The name of the South Dakota Registered Agent

Agent Name: BRIAN J BAUER

101 SOUTH MAIN AVENUE, SUITE 400	SIOUX FALLS	SD	57104
Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
-----------------------------------------------------------------	------	-------	-------

## 5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

<input type="checkbox"/> KEVIN M KEATING	101 SOUTH MAIN AVENUE, SUITE 400	SIOUX FALLS	SD	57104
Manager	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>				
Manager	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/> NORMAN G DRAKE	101 SOUTH MAIN AVENUE, SUITE 400	SIOUX FALLS	SD	57104
Manager	Actual Street Address	City	State	ZIP+4

2016

## STATEMENT OF CHANGE OF REGISTERED OFFICE

FILE DATE 5/21/2016

Enter Filing Year

## DOMESTIC LLC

RECEIPT NO 418215

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

## 1. LLC ID and Name:

DL041985

Enter LLC ID

UHP AFFORDABLE HOUSING III, LLC

Enter LLC Name

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

## 3. The address of the agent currently on file for this entity.

Agent Name: BRIAN J BAUER

101 SOUTH MAIN AVENUE, SUITE 400	SIoux FALLS	SD	57104
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Actual Street Address or Rural Route Box Number	City	State	ZIP+4
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SD

Mailing Address, if Different from Street Address	City	State	ZIP+4
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## 4. If the address has changed, its new address.

New Agent Name: BRIAN J BAUER

101 SOUTH MAIN AVENUE, SUITE 400	SIoux FALLS	SD	57104
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Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
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SD

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
-----------------------------------------------------------------	------	-------	-------

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated 05/21/2016

Signature Accepted Electronically

(Signature of an Authorized Person)

BRIAN J BAUER

(Printed Name)

\*By signing this form you agree to have both the fee and the form processed electronically.  
A fee of up to \$40 will be assessed for returned payments.

5/21/2016 10:19:12 AM



530494161

**ANNUAL REPORT**

South Dakota State Capitol  
500 E. Capitol Ave  
Pierre, SD 57501-5070  
(605) 773-4845

Domestic Limited Liability Company  
SDCL 47-34A-211; 59-11-24, 24.1

**2018**  
FILING YEAR

Please Type or Print Clearly in Ink  
Please submit one Original  
Make payable to the SECRETARY OF STATE

Filing Fee: \$50

Total Fee: \$50

1. Business ID and Name:

**DL041985**  
BUSINESS ID

**UHP AFFORDABLE HOUSING III, LLC**  
BUSINESS NAME

2. The jurisdiction under whose law it is formed **SOUTH DAKOTA**

3. The address of the principal executive office (business address):

Actual Street Address

**333 N PHILLIPS AVE  
SIOUX FALLS, SD 57104**

Mailing Address

**333 N PHILLIPS AVE  
SIOUX FALLS, SD 57104**

4. The South Dakota Registered Agent's Name:

South Dakota law permits the registered agent to be either (a) a noncommercial registered agent, or (b) a commercial registered agent.

(a) The South Dakota Noncommercial Registered Agent's name

Name **BRIAN J BAUER**

Actual Street Address in this State

**101 SOUTH MAIN AVENUE SUITE 400  
SIOUX FALLS, SD 57104**

Mailing Address in this State

5. If the LLC is manager-managed, list the names and addresses of its Managers. SDCL 59-11-24. If the LLC is member-managed, this section may be left blank.

Name

Address

**NORMAN G DRAKE** **101 SOUTH MAIN AVENUE, SUITE 400, SIOUX FALLS, SD, 57104**

**KEVIN M KEATING** **1512 N 133rd Street, Omaha, NE 68154**

6. Beneficial Owners (optional): A beneficial owner is a person who has or in some manner controls an equity security. Please consult an attorney for legal advice if you have any questions concerning this entry. Any question under this heading is considered a request for legal advice and the secretary of state's office is, by statute, not permitted, to provide legal advice.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

02/14/2018

Dated

*Kevin Keating*

Signature of an Authorized Person

**Kevin Keating**

Printed Name

Email (Optional)

B0052-7072 02/14/2018 8:49AM Rec'd by SD SOS



530718577

B0087-7413 01/20/2019 12:50PM Rec'd by SD SOS

Secretary of State  
500 E. Capitol Ave  
Pierre, SD 57501-5070  
(605) 773-4845

**2019**  
FILING YEAR

**ANNUAL REPORT**  
Domestic Limited Liability Company  
SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly in Ink  
Please submit one Original  
Make payable to the SECRETARY OF STATE

Filing Fee: \$50

Total Fee: \$50

## 1. Business ID and Name:

**DL041985**  
BUSINESS ID

**UHP AFFORDABLE HOUSING III, LLC**  
BUSINESS NAME

2. The jurisdiction under whose law it is formed **SOUTH DAKOTA**

## 3. The address of the principal executive office (business address):

Actual Street Address

**333 N PHILLIPS AVE**  
**SIOUX FALLS, SD 57104**

Mailing Address

**333 N PHILLIPS AVE**  
**SIOUX FALLS, SD 57104**

## 4. The South Dakota Registered Agent's Name:

South Dakota law permits the registered agent to be either (a) a noncommercial registered agent, or (b) a commercial registered agent.

(a) The South Dakota Noncommercial Registered Agent's name

Name **BRIAN J BAUER**

Actual Street Address in this State

**101 SOUTH MAIN AVENUE SUITE 400**  
**SIOUX FALLS, SD 57104**

Mailing Address in this State

## 5. If the LLC is manager-managed, list the names and addresses of its Managers. SDCL 59-11-24. If the LLC is member-managed, this section may be left blank.

Name	Address
<b>NORMAN G DRAKE</b>	<b>101 SOUTH MAIN AVENUE, SUITE 400, SIOUX FALLS, SD, 57104</b>
<b>KEVIN M KEATING</b>	<b>1512 N 133rd Street, Omaha, NE 68154</b>

## 6. Beneficial Owners (optional): A beneficial owner is a person who has or in some manner controls an equity security. Please consult an attorney for legal advice if you have any questions concerning this entry. Any question under this heading is considered a request for legal advice and the secretary of state's office is, by statute, not permitted, to provide legal advice.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

01/20/2019

Dated

Kevin Keating

Signature of an Authorized Person

Email (Optional)

Kevin Keating

Printed Name